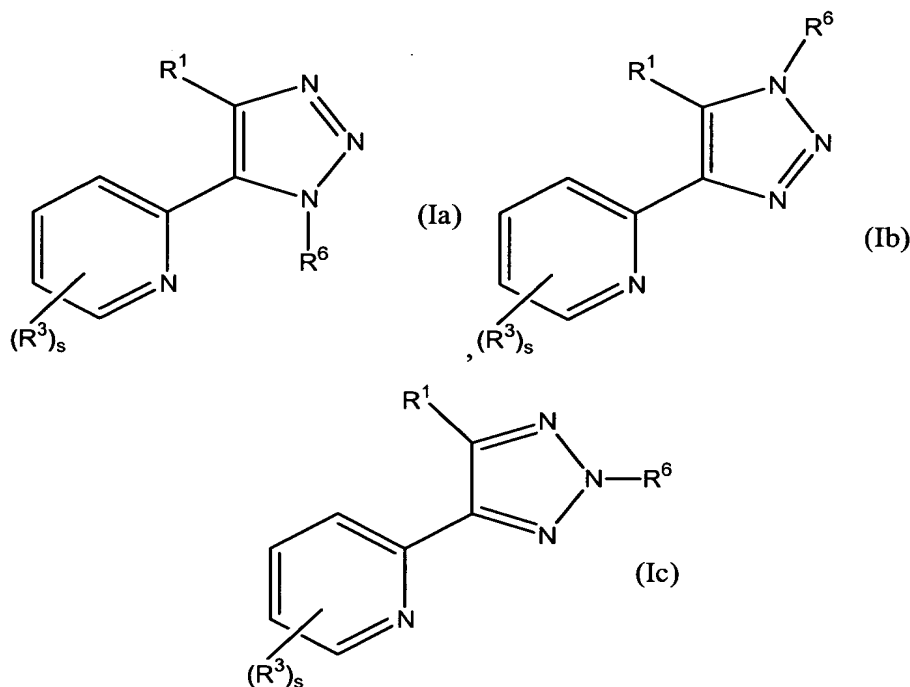


The claimed invention is:

1. A compound of formula (Ia), (Ib), or (Ic):



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or a pharmaceutically acceptable salt, prodrug, tautomer, hydrate or solvate thereof, wherein:

- R^1 is a saturated, unsaturated, or aromatic C_3 - C_{20} mono-, bi- or polycyclic ring optionally containing at least one heteroatom selected from the group consisting of N, O and S, wherein R^1 can optionally be further independently substituted with at least one moiety independently selected from the group consisting of: carbonyl, halo, halo(C_1 - C_6)alkyl, perhalo(C_1 - C_6)alkyl, perhalo(C_1 - C_6)alkoxy, (C_1 - C_6)alkyl, (C_2 - C_6)alkenyl, (C_2 - C_6)alkynyl, hydroxy, oxo, mercapto, (C_1 - C_6)alkylthio, (C_1 - C_6)alkoxy, (C_5 - C_{10})aryl or (C_5 - C_{10})heteroaryl, (C_5 - C_{10})aryloxy or (C_5 - C_{10})heteroaryloxy, (C_5 - C_{10})ar(C_1 - C_6)alkyl or (C_5 - C_{10})heteroar(C_1 - C_6)alkyl, (C_5 - C_{10})ar(C_1 - C_6)alkoxy or (C_5 - C_{10})heteroar(C_1 - C_6)alkoxy, HO-(C=O)-, ester, amido, ether, amino, amino(C_1 - C_6)alkyl, (C_1 - C_6)alkylamino(C_1 - C_6)alkyl, di(C_1 - C_6)alkylamino(C_1 - C_6)alkyl, (C_5 - C_{10})heterocyclyl(C_1 - C_6)alkyl, (C_1 - C_6)alkyl- and di(C_1 - C_6)alkylamino, cyano, nitro, carbamoyl, (C_1 - C_6)alkylcarbonyl,

(C₁-C₆)alkoxycarbonyl, (C₁-C₆)alkylaminocarbonyl,
di(C₁-C₆)alkylaminocarbonyl, (C₅-C₁₀)arylcarbonyl, (C₅-C₁₀)aryloxycarbonyl,
(C₁-C₆)alkylsulfonyl, and (C₅-C₁₀)arylsulfonyl;

each R³ is independently selected from the group consisting of: hydrogen,

- 5 halo, halo(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl,
perhalo(C₁-C₆)alkyl, phenyl, (C₅-C₁₀)heteroaryl, (C₅-C₁₀)heterocyclic,
(C₃-C₁₀)cycloalkyl, hydroxy, (C₁-C₆)alkoxy, perhalo(C₁-C₆)alkoxy, phenoxy,
(C₅-C₁₀)heteroaryl-O-, (C₅-C₁₀)heterocyclic-O-, (C₃-C₁₀)cycloalkyl-O-,
(C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-NH-SO₂-, O₂N-, NC-, amino,
10 Ph(CH₂)₁₋₆HN-, (C₁-C₆)alkyl HN-, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂-amino,
(C₁-C₆)alkyl-SO₂-NH-, amino(C=O)-, aminoO₂S-, (C₁-C₆)alkyl-(C=O)-NH-,
(C₁-C₆)alkyl-(C=O)-[((C₁-C₆)alkyl)-N]-, phenyl-(C=O)-NH-,
phenyl-(C=O)-[(C₁-C₆)alkyl)-N]-, (C₁-C₆)alkyl-(C=O)-, phenyl-(C=O)-,
(C₅-C₁₀)heteroaryl-(C=O)-, (C₅-C₁₀)heterocyclic-(C=O)-, (C₃-C₁₀)cycloalkyl-(C=O)-,
15 HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, H₂N(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-,
[(C₁-C₆)alkyl]₂-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-[(C₁-C₆)alkyl)-N]-(C=O)-,
(C₅-C₁₀)heteroaryl-NH-(C=O)-, (C₅-C₁₀)heterocyclic-NH-(C=O)-, (C₃-
C₁₀)cycloalkyl-NH-(C=O)- and (C₁-C₆)alkyl-(C=O)-O-;

- 20 where alkyl, alkenyl, alkynyl, phenyl, heteroaryl, heterocyclic, cycloalkyl,
alkoxy, phenoxy, amino of R³ is optionally substituted by at least one substituent
independently selected from (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, halo,
H₂N-, Ph(CH₂)₁₋₆HN-, and (C₁-C₆)alkylHN-;

- 25 s is an integer from one to five;

and

- R⁶ is selected from the group consisting of hydrogen, (C₁-C₆)alkyl,
30 (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, phenyl, (C₅-C₁₀)heteroaryl, (C₅-C₁₀)heterocyclic,
(C₃-C₁₀)cycloalkyl, (C₁-C₆)alkyl-(SO₂)-, phenyl-(SO₂)-, H₂N-(SO₂)-,

- (C₁-C₆)alkyl-NH-(SO₂)-, ((C₁-C₆)alkyl)₂N-(SO₂)-, phenyl-NH-(SO₂)-, (phenyl)₂N-(SO₂)-, (C₁-C₆)alkyl-(C=O)-, phenyl-(C=O)-, (C₅-C₁₀)heteroaryl-(C=O)-, (C₅-C₁₀)heterocyclic-(C=O)-, (C₃-C₁₀)cycloalkyl-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, (C₅-C₁₀)heterocyclic-O-(C=O)-, (C₃-C₁₀)cycloalkyl-O-(C=O)-, H₂N-(C=O)-,
- 5 (C₁-C₆)alkyl-NH-(C=O)-, phenyl-NH-(C=O)-, (C₅-C₁₀)heteroaryl-NH-(C=O)-, (C₅-C₁₀)heterocyclic-NH-(C=O)-, (C₃-C₁₀)cycloalkyl-NH-(C=O)-, ((C₁-C₆)alkyl)₂N-(C=O)-, (phenyl)₂N-(C=O)-, phenyl-(((C₁-C₆)alkyl)-N)-(C=O)-, (C₅-C₁₀)heteroaryl-(((C₁-C₆)alkyl)-N)-(C=O)-, (C₅-C₁₀)heterocyclic-(((C₁-C₆)alkyl)-N)-(C=O)-, and
- 10 (C₃-C₁₀)cycloalkyl-(((C₁-C₆)alkyl)-N)-(C=O)-;
- where alkyl, alkenyl, alkynyl, phenyl, benzyl, heteroaryl, heterocyclic, cycloalkyl, alkoxy, phenoxy, amino of R⁶ is optionally substituted with at least one moiety independently selected from the group consisting of halo, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, perhalo(C₁-C₆)alkyl, (C₃-C₁₀)cycloalkyl, phenyl,
- 15 benzyl, (C₅-C₁₀)heterocyclic, (C₅-C₁₀)heteroaryl, (C₁-C₆)alkyl-SO₂-, formyl, NC-, (C₁-C₆)alkyl-(C=O)-, (C₃-C₁₀)cycloalkyl-(C=O)-, phenyl-(C=O)-, (C₅-C₁₀)heterocyclic-(C=O)-, (C₅-C₁₀)heteroaryl-(C=O)-, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, (C₃-C₁₀)cycloalkyl-O-(C=O)-, (C₅-C₁₀)heterocyclic-O-(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-,
- 20 (C₃-C₁₀)cycloalkyl-NH-(C=O)-, phenyl-NH-(C=O)-, (C₅-C₁₀)heterocyclic-NH-(C=O)-, (C₅-C₁₀)heteroaryl-NH-(C=O)-, ((C₁-C₆)alkyl)₂N-(C=O)-, phenyl-(((C₁-C₆)alkyl)-N)-(C=O)-, hydroxy, (C₁-C₆)alkoxy, perhalo(C₁-C₆)alkoxy, (C₃-C₁₀)cycloalkyl-O-, phenoxy, (C₅-C₁₀)heterocyclic-O-, (C₅-C₁₀)heteroaryl-O-, (C₁-C₆)alkyl-(C=O)-O-,
- 25 (C₃-C₁₀)cycloalkyl-(C=O)-O-, phenyl-(C=O)-O-, (C₅-C₁₀)heterocyclic-(C=O)-O-, (C₅-C₁₀)heteroaryl-(C=O)-O-, O₂N-, amino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂-amino, formamidyl, (C₁-C₆)alkyl-(C=O)-NH-, (C₃-C₁₀)cycloalkyl-(C=O)-NH-, phenyl-(C=O)-NH-, (C₅-C₁₀)heterocyclic-(C=O)-NH-, (C₅-C₁₀)heteroaryl-(C=O)-NH-,
- 30 (C₁-C₆)alkyl-(C=O)-[(((C₁-C₆)alkyl)-N]-, phenyl-(C=O)-[(((C₁-C₆)alkyl)-N]-, (C₁-C₆)alkyl-SO₂NH-, (C₃-C₁₀)cycloalkyl-SO₂NH-, phenyl-SO₂NH-,

(C₅-C₁₀)heterocyclic-SO₂NH- and (C₅-C₁₀)heteroaryl-SO₂NH-;

wherein the phenyl or heteroaryl moiety of a R⁶ substituent is optionally further substituted with at least one radical independently selected from the group consisting of halo, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, perfluoro(C₁-C₆)alkyl and

5 perfluoro(C₁-C₆)alkoxy,

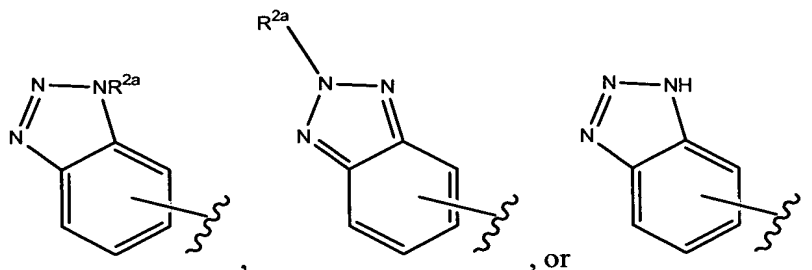
with the proviso that R¹ is not a naphthyl or phenyl; and

with the proviso that when R¹ is a phenyl fused with an aromatic or non-aromatic cyclic ring of 5-7 members containing up to three N atoms, said N is other than -NH or -NC₁₋₆alkyl or if said N is -NH or -NC₁₋₆alkyl, then R¹ must be further

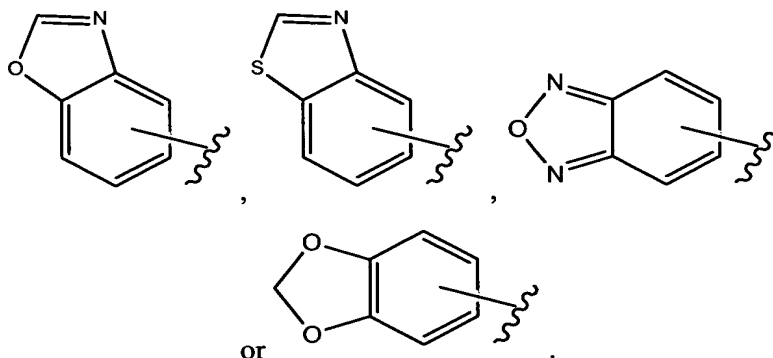
10 substituted; and

with the proviso that when R¹ is a phenyl fused with an aromatic or non-aromatic cyclic ring of 5-7 members containing 1-3 heteroatoms independently selected from O and S, then R¹ must be further substituted.

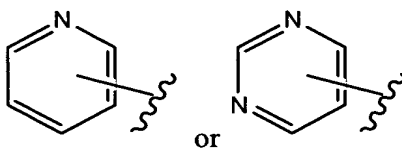
15 2. A compound of claim 1, wherein R¹ is



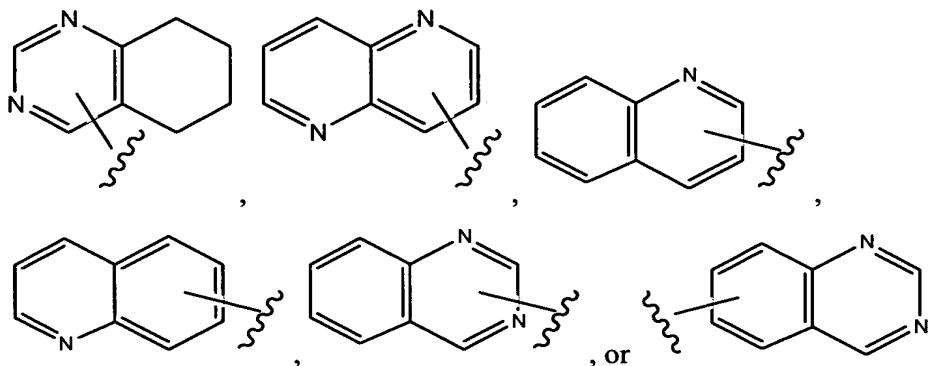
3. A compound of claim 1, wherein R¹ is



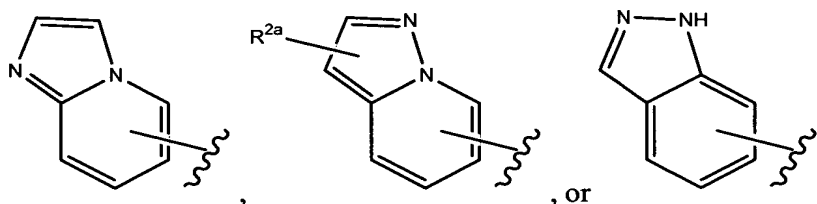
4. A compound of claim 1, wherein R^1 is



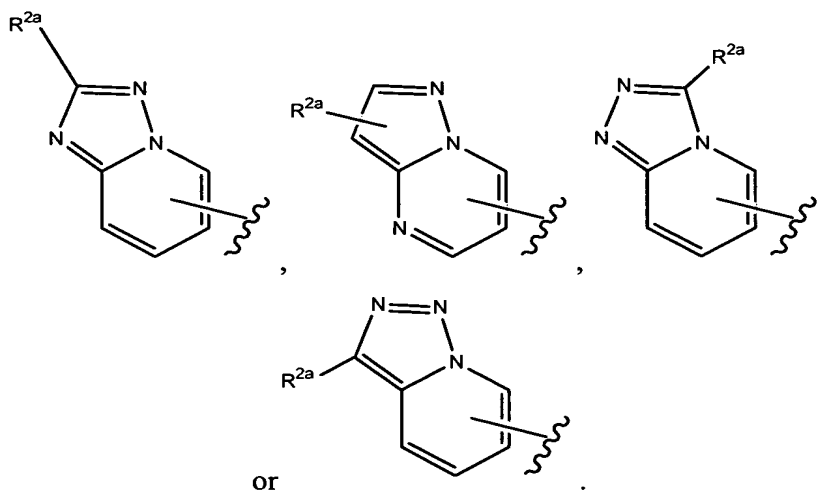
5. A compound of claim 1, wherein R^1 is



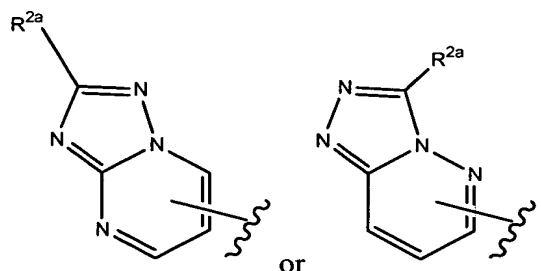
6. A compound of claim 1, wherein R^1 is



7. A compound of claim 1, wherein R^1 is



8. A compound of claim 1, wherein R^1 is



- 5 9. A compound of claim 1, wherein s is one to two; R^3 is hydrogen or (C_1-C_6) alkyl; and R^6 is H, (C_1-C_6) alkyl, or (C_3-C_{10}) cycloalkyl.

10. A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

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11. A method of preventing or treating a TGF-related disease state in an animal or human comprising the step of administering a therapeutically effective amount of a compound of claim 1 to the animal or human suffering from the TGF-related disease state.

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12. A method of claim 11, wherein said TGF-related disease state is selected from the group consisting of cancer, glomerulonephritis, diabetic nephropathy, hepatic fibrosis, pulmonary fibrosis, intimal hyperplasia and restenosis, scleroderma, and dermal scarring.

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